

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
MSJ HOLDINGS, L.P.**

FILED
in the Office of the
Secretary of State of Texas

MAY 09 2000

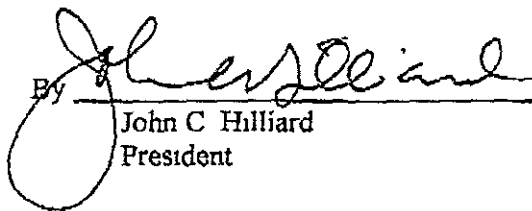
The undersigned, desiring to form a limited partnership pursuant to the Texas Revised Limited Partnership Act, Tex Rev Civ Stat Ann Article 6132a-1 (the "Act"), hereby duly executes this Certificate of Limited Partnership for that purpose

1. The name of the partnership is the MSJ Holdings, L P (the "Partnership")
2. The address of the registered office of the Partnership is 18310 Market Street, Channelview, Texas 77530 and the name of the registered agent, whose business office address will be the same as the registered office address, is John C Hilliard
3. The address of the principal office of the Partnership in the United States where its partnership records are to be kept or made available under Section 1 07 of the Act is 18310 Market Street, Channelview, Texas 77530.
4. The name, the mailing address and the street address of the business of the general partner of the Partnership is as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Street Address</u>
Seattle Shipyard, L L C	18310 Market Street Channelview, Texas 77530	18310 Market Street Channelview, Texas 77530

SIGNED on this 11 day of April, 2000

SEATTLE SHIPYARD, L.L.C , its General Partner

By 
John C Hilliard
President